## WHAT IS CLAIMED IS:

1. The compound of Formula I:

$$\begin{array}{c|c}
R^{1} \\
\hline
R^{2} \\
R^{2} \\
\hline
R^{2} \\
A - B \\
R^{4} \\
\end{array}$$

$$\begin{array}{c|c}
(R^{3})_{1-9} \\
\hline
W - X - N \\
\hline
G \\
O
\end{array}$$

$$\begin{array}{c|c}
A \\
\hline
N \\
O
\end{array}$$

I

5 wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

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D is O;

R is selected from:

R is selected from

1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,

	g)	halogen,
	h)	$_{0}$ OR $^{4}$ ,
	i)	$O(CH_2)_s OR_3^4$
	j)	$CO_2R^4$
5	k)	$(CO)NR^{10}R^{11}$ ,
	1)	$O(CO)NR^{10}R^{11}$ ,
	m)	$N(R^4)(CO)NR^{10}R^{11}$ ,
	n)	$N(R^{10})(CO)R^{11}$ ,
	0)	$N(R^{10})(CO)OR^{11}$ ,
10	p)	$SO_2NR^{10}R^{11}$ ,
	q)	$N(R^{10}) SO_2R^{11}$ ,
	r)	$S(O)_{m}R^{10}$ ,
	s)	CN,
	t)	$NR^{10}R^{11}$ ,
15	u)	$N(R^{10})(CO)NR^4R^{11}$ , and,
	v)	O(CO)R <sup>4</sup> ;
	2) aryl or	heteroaryl, unsubstituted or substituted with one or more
	substituents in	dependently selected from:
20	substituents in a)	dependently selected from: $C_{1-6}$ alkyl,
20	a) b)	C <sub>1-6</sub> alkyl, C <sub>3-6</sub> cycloalkyl,
20	a)	C <sub>1-6</sub> alkyl,
20	a) b) c)	C <sub>1-6</sub> alkyl, C <sub>3-6</sub> cycloalkyl,
20	a) b) c)	C <sub>1-6</sub> alkyl, C <sub>3-6</sub> cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where
20	a) b) c) the sul	C <sub>1-6</sub> alkyl, C <sub>3-6</sub> cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where estituents are independently selected from R <sup>4</sup> ,
	a) b) c) the sul	C <sub>1-6</sub> alkyl, C <sub>3-6</sub> cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where estituents are independently selected from R <sup>4</sup> , heteroaryl, unsubstituted or substituted with 1-5 substituents
	a) b) c) the sul d) where e)	C <sub>1-6</sub> alkyl, C <sub>3-6</sub> cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where estituents are independently selected from R <sup>4</sup> , heteroaryl, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from R <sup>4</sup> ,
	a) b) c) the sul d) where e)	C <sub>1-6</sub> alkyl, C <sub>3-6</sub> cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where estituents are independently selected from R <sup>4</sup> , heteroaryl, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from R <sup>4</sup> , heterocycle, unsubstituted or substituted with 1-5 substituents
	a) b) c) the sul d) where e) where	C <sub>1-6</sub> alkyl, C <sub>3-6</sub> cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where estituents are independently selected from R <sup>4</sup> , heteroaryl, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from R <sup>4</sup> , heterocycle, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from R <sup>4</sup> ,
	a) b) c) the sul d) where e) where f)	$C_{1-6}$ alkyl, $C_{3-6}$ cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where estituents are independently selected from $R^4$ , heteroaryl, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from $R^4$ , heterocycle, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from $R^4$ , $(F)_pC_{1-3}$ alkyl,
25	a) b) c) the sul d) where e) where f) g)	$C_{1-6}$ alkyl, $C_{3-6}$ cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where estituents are independently selected from $R^4$ , heteroaryl, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from $R^4$ , heterocycle, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from $R^4$ , $(F)_pC_{1-3}$ alkyl, halogen, $OR^4$ , $O(CH2)_sOR^4$ ,
25	a) b) c) the sul d) where e) where f) g) h)	$C_{1-6}$ alkyl, $C_{3-6}$ cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where estituents are independently selected from $R^4$ , heteroaryl, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from $R^4$ , heterocycle, unsubstituted or substituted with 1-5 substituents the substituents are independently selected from $R^4$ , $(F)_pC_{1-3}$ alkyl, halogen, $OR^4$ .

O(CO)NR<sup>10</sup>R<sup>11</sup>, 1)  $N(R^4)(CO)NR^{10}R^{11}$ . m)  $N(R^{10})(CO)R^{11}$ , n)  $N(R^{10})(CO)OR^{11}$ , o) SO2NR<sup>10</sup>R<sup>11</sup>, 5 p)  $N(R^{10}) SO_2R^{11}$ , q)  $S(O)_{m}R^{10}$ , r) s) CN,  $NR^{10}R^{11}$ v)  $N(R^{10})(CO)NR^4R^{11}$ , and 10 w)  $O(CO)R^4$ ; v) R is independently selected from: 15 1) H, C<sub>0</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from: C<sub>1-6</sub> alkyl, a) b) C3-6 cycloalkyl, 20 aryl, unsubstituted or substituted with 1-5 substituents where c) the substituents are independently selected from R<sup>4</sup>, d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>, heterocycle, unsubstituted or substituted with 1-5 substituents e) 25 where the substituents are independently selected from R<sup>4</sup>, f)  $(F)_{D}C_{1-3}$  alkyl, g) halogen,  $OR^{4}$ h)

 $O(CH_2)_sOR^4$ 

 $(CO)NR^{10}R^{11}$ ,

 $O(CO)NR^{10}R^{11}$ ,

 $N(R^4)(CO)NR^{10}R^{11}$ ,

 $CO_2R^4$ 

i)

j)

k)

1)

m)

5		n) $N(R^{10})(CO)R^{11}$ , o) $N(R^{10})(CO)OR^{11}$ , p) $SO_2NR^{10}R^{11}$ , q) $N(R^{10})SO_2R^{11}$ , r) $S(O)_mR^{10}$ ,
J		s) CN, t) NR <sup>10</sup> R <sup>11</sup> , u) N(R <sup>10</sup> )(CO)NR <sup>4</sup> R <sup>11</sup> , and, v) O(CO)R <sup>4</sup> ; and,
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15	2)	aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:  a) C <sub>1-6</sub> alkyl,  b) C <sub>3-6</sub> cycloalkyl,  c) aryl, unsubstituted or substituted with 1-5 substituents where
		the substituents are independently selected from R <sup>4</sup> , d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R <sup>4</sup> , e) heterocycle, unsubstituted or substituted with 1-5 substituents
20		where the substituents are independently selected from $R^4$ ,  f) $(F)_pC_{1-3}$ alkyl,  g) halogen,  h) $OR^4$ ,  i) $O(CH_2)_sOR^4$ ,
25		j) $CO_2R^4$ , k) $(CO)NR^{10}R^{11}$ , l) $O(CO)NR^{10}R^{11}$ , m) $N(R^4)(CO)NR^{10}R^{11}$ , n) $N(R^{10})(CO)R^{11}$ ,
30		o) $N(R^{10})(CO)OR^{11}$ , p) $SO_2NR^{10}R^{11}$ , q) $N(R^{10})SO_2R^{11}$ , r) $S(O)_mR^{10}$ ,

- s) CN,
- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and
- v) O(CO)R<sup>4</sup>;

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or, any two independent R<sup>2</sup> on the same carbon or on adjacent carbons may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, thiazolinyl, oxazolinyl, imidazolinyl, imidazolidinyl, pyrrolinyl, morpholinyl, thiomorpholinyl, thiomorpholinyl S-oxide, thiomorpholinyl S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl,

tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl or piperazinyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

- (a) -C<sub>1-6</sub>alkyl, which is unsubstituted or substituted with 1-3 substituents independently selected from:
  - (i) halo,
  - (ii) hydroxy,
  - (iii) -O-C<sub>1-6</sub>alkyl,
  - (iv) -C3-6cycloalkyl,
  - (v) -COR<sup>10</sup>
  - (vi)  $-CO_2R^{10}$ ,
  - (vii)  $-NR^{10}R^{11}$ ,
  - (viii)  $-SO_2R^{10}$ ,
  - (ix) -CONR<sup>10</sup>R<sup>11</sup>, and
  - (x)  $-(NR^{10})CO_2R^{11}$ ,
- (b)  $-SO_2 NR^{10}R^{11}$
- (c) halo,
- (d)  $-SO_2R^{10}$ ,
- (e) hydroxy,
- (f) -O-C<sub>1-6</sub>alkyl, which is unsubstituted or substituted with 1-5 halo,
  - (g) -CN,
  - (h)  $-COR^{10}$ ,
  - (i)  $-NR^{10}R^{11}$ ,
  - (j)  $-CONR^{10}R^{11}$ ,

- (k)  $-CO_2R^{10}$ ,
- (1)  $-(NR^{10})CO_2R^{11}$ ,
- (m)  $-O(CO)NR^{10}R^{11}$ ,
- (n)  $-(NR^4)(CO)NR^{10}R^{11}$ , and
- (o) oxo;

 $R^{10}$  and  $R^{11}$  are independently selected from: H,  $C_{1\text{-}6}$  alkyl,  $(F)_pC_{1\text{-}6}$  alkyl,  $C_{3\text{-}6}$  cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1\text{-}C_6$  alkoxy, where  $R^{10}$  and  $R^{11}$  may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ;

 $R^4$  is independently selected from: H,  $C_{1-6}$  alkyl,  $(F)_pC_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_{1}$ - $C_{6}$  alkoxy;

W is O,  $NR^4$  or  $C(R^4)_2$ ;

X is C or S;

20 Y is O, (R<sup>4</sup>)<sub>2</sub>, NCN, NSO<sub>2</sub>CH<sub>3</sub>, or NCONH<sub>2</sub>, or Y is O<sub>2</sub> when X is S;

R<sup>5</sup> is independently selected from H and:

- 1) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - f)  $(F)_pC_{1-3}$  alkyl,

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	g)	halogen,
	h)	$OR^4$ ,
	i)	$O(CH_2)_sOR_4$
	j)	$CO_2R^{4}$
5	k)	$(CO)NR^{10}R^{11}$ ,
	1)	$O(CO)NR^{10}R^{11}$
	m)	$N(R^4)(CO)NR^{10}R^{11}$ ,
	n)	$N(R^{10})(CO)R^{11}$ ,
	0)	$N(R^{10})(CO)OR^{11}$ .
10	p)	$SO_2NR^{10}R^{11}$ ,
	q)	$N(R^{10}) SO_2R^{11}$ ,
	r)	$S(O)_{m}R^{10}$ ,
	s)	CN,
	t)	$NR^{10}R^{11}$ ,
15	u)	$N(R^{10})(CO)NR^4R^{11}$ , and,
•	v)	$O(CO)R^4$ ;
2	1	
2	-	heteroaryl, unsubstituted or substituted with one or more substituents
20	a)	ndently selected from: C <sub>1-6</sub> alkyl,
20	<i>а)</i> b)	C <sub>1-6</sub> arkyr, C <sub>3-6</sub> cycloalkyl,
	ŕ	
	c)	aryl, unsubstituted or substituted with 1-5 substituents where
		estituents are independently selected from R <sup>4</sup> ,
	d)	heteroaryl, unsubstituted or substituted with 1-5 substituents
25		the substituents are independently selected from R <sup>4</sup> ,
	e)	heterocycle, unsubstituted or substituted with 1-5 substituents
		the substituents are independently selected from R <sup>4</sup> ,
	f)	$(F)_pC_{1-3}$ alkyl,
	g)	halogen,
30	h)	$OR^{4}$ ,
	i)	$O(CH_2)_sOR^4$
	j)	$CO_2R^4$
	k)	$(CO)NR^{10}R^{11}$ ,
	1)	$O(CO)NR^{10}R^{11},$

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N(R^4)(CO)NR^{10}R^{11},
                           m)
                                    N(R^{10})(CO)R^{11},
                           n)
                                    N(R^{10})(CO)OR^{11},
                           o)
                                    SO_2NR^{10}R^{11}
                           p)
                                    N(R^{10}) SO_2R^{11}
  5
                           q)
                                    S(O)_{m}R^{10},
                           r)
                                    CN,
                           s)
                                    NR^{10}R^{11}
                           t)
                                    N(R^{10})(CO)NR^4R^{11}, and
                           u)
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                                   O(CO)R^4;
                           v)
                           C<sub>1-6</sub> alkyl,
                 3)
                 4)
                           C<sub>3-6</sub> cycloalkyl,
                           aryl, unsubstituted or substituted with 1-5 substituents where
                 5)
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                 the substituents are independently selected from R<sup>4</sup>,
                          heteroaryl, unsubstituted or substituted with 1-5 substituents
                 6)
                 where the substituents are independently selected from R<sup>4</sup>,
                 7)
                          heterocycle, unsubstituted or substituted with 1-5 substituents
                 where the substituents are independently selected from R<sup>4</sup>,
                                                                                                                       8),
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                 (F)_pC_{1-3} alkyl,
                 9)
                          halogen,
                          OR^{4}
                 10)
                 11)
                          O(CH_2)_sOR^4
                          CO_2R^4
                 12)
                          (CO)NR^{10}R^{11},
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                 13)
                          O(CO)NR^{10}R^{11},
                 14)
                          N(R^4)(CO)NR^{10}R^{11},
                 15)
                         N(R^{10})(CO)R^{11}
                 16)
                         N(R^{10})(CO)OR^{11},
                 17)
                          SO2NR<sup>10</sup>R<sup>11</sup>,
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                 18)
                         N(R^{10}) SO_2R^{11}
                19)
                         S(O)_{m}R^{10},
                20)
                          CN,
                21)
                         NR^{10}R^{11}
                22)
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- 23)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- 24)  $O(CO)R^4$ ,

or two  $\mathbb{R}^5$  attached to the same carbon form the substituent =0, such that  $\mathbb{C}(\mathbb{R}^5)_2$  may be  $\mathbb{C}=\mathbb{O}$ ,

where the number of R<sup>5</sup> substituents that are not H, can range from zero to three;

G-J is selected from: N, C, C=C(R<sup>5</sup>), N-C(R<sup>5</sup>)<sub>2</sub>, C=N, C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, C(R<sup>5</sup>)-N(R<sup>6</sup>),  $N(R^6)-N(R^6)$ :

Q-T is is selected from:  $C(R^5)_2$ - $C(R^5)_2$ ,  $C(R^5)$ = $C(R^5)$ , N= $C(R^5)$ ,  $C(R^5)$ =N, N=N, N and  $C(R^5)_2$ -C=N0, N1, N2, N3, N4, N5, N5, N5, N5, N6, N6, N6, N6, N6, N6, N6, N7, N8, N8, N8, N8, N8, N9, N8, N9, N8, N9, N9

 ${
m R}^3$  is independently selected from H, substituted or unsubstituted C1-C3 alkyl, CN and CO2R<sup>4</sup>;

n is

p is 0 to 2q+1, for a substituent with q carbons;

m is

0, 1 or 2;

n is

0 or 1;

s is

1, 2 or 3;

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and pharmaceutically acceptable salts and individual diastereomers thereof.

2. A compound according to claim 1 having the Formula Ia:

Ia

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

30 B is  $(C(R^2)_2)_n$ ;

wherein:

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D is O;

n is 0 or 1; and

and pharmaceutically acceptable salts and individual stereoisomers thereof.

3. A compound according to claim 1 having the Formula Ib:

$$R^{2}$$
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{2}$ 
 $R^{4}$ 
 $R^{4}$ 
 $R^{2}$ 
 $R^{4}$ 
 $R^{5}$ 
 $R^{5}$ 
 $R^{4}$ 
 $R^{5}$ 
 $R^{5}$ 
 $R^{6}$ 
 $R^{7}$ 
 $R^{7$ 

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wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

n is 0 or 1; and

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and pharmaceutically acceptable salts and individual stereoisomers thereof.

4. A compound according to claim 1 having the Formula Ic:

Ic

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and pharmaceutically acceptable salts and individual stereoisomers thereof.

5. A compound according to claim 1 having the Formula Id:

wherein:

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5 A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

6. A compound according to claim 1 having the Formula Ie:

 $\begin{array}{c|c}
R^1 \\
R^2 \\
R^2 \\
R^2 \\
R^4 \\
O
\end{array}$   $\begin{array}{c}
(R^3)_{1-9} \\
G \\
O
\end{array}$   $\begin{array}{c}
Q \\
T \\
O
\end{array}$   $\begin{array}{c}
NH \\
O
\end{array}$   $\begin{array}{c}
Ie$ 

wherein:

15 A is  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

7. A compound according to claim 1 having the Formulae Ia –Ie, wherein:

R<sup>1</sup> is selected from:

- H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>, heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>, 5 heterocycle, unsubstituted or substituted with 1-5 substituents e) where the substituents are independently selected from R<sup>4</sup>,  $(F)_{p}C_{1-3}$  alkyl, f) g) halogen,  $OR^{4}$ h) 10  $O(CH_2)_sOR^4$ i)  $CO_2R^4$ j) CN, k) NR<sup>10</sup>R<sup>11</sup>, and 1) O(CO)R4; and m) 15 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from: a) C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, b) 20  $(F)_{D}C_{1-3}$  alkyl, c) d) halogen,  $OR^4$ e)  $CO_2R^4$ f)  $(CO)NR^{10}R^{11}$ , g) SO2NR<sup>10</sup>R<sup>11</sup>, 25 h)  $N(R^{10}) \cdot SO_2R^{11}$ , i)  $S(O)_m R^4$ , j) CN, k)

 $NR^{10}R^{11}$ , and,

 $O(CO)R^4$ ;

R<sup>2</sup> is selected from:

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1)

m)

1) H, C<sub>0</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

	a)	C <sub>1-6</sub> alkyl,
	b)	C <sub>3-6</sub> cycloalkyl,
	c)	aryl, unsubstituted or substituted with 1-5 sustituents where the
5	substituents ar d)	e independently selected from R <sup>4</sup> , heteroaryl, unsubstituted or substituted with 1-5 substituents
J	•	stituents are independently selected from $\mathbb{R}^4$ ,
	e)	heterocycle, unsubstituted or substituted with 1-5 substituents
		stituents are independently selected from R <sup>4</sup> ,
	<b>f</b> ) ·	$(F)_{p}C_{1-3}$ alkyl,
10	g)	halogen,
	h)	$OR^4$ ,
	i)	$O(CH_2)_SOR_4$
	j)	$CO_2R^4$
	k)	$S(O)_{m}R^{4}$ ,
15	1)	CN,
	m)	$NR^{10}R^{11}$ , and
	n)	$O(CO)R^4$ ; and
	2) aryl o	heteroaryl, unsubstituted or substituted with one more substituents independently
20		ed from:
	a)	C <sub>1-6</sub> alkyl,
	b)	C <sub>3-6</sub> cycloalkyl,
	c)	$(F)_pC_{1-3}$ alkyl,
	d)	halogen,
25	e)	$OR^{4}$ ,
	f)	$CO_2R^4$ ,
	g)	$(CO)NR^{10}R^{11}$ ,
	h)	$SO_2NR^{10}R^{11}$ ,
	i)	$N(R^{10}) SO_2R^{11}$ .
30	j)	$S(O)_{m}R^{4}$ ,
	k)	CN,
	1)	NR <sup>10</sup> R <sup>11</sup> , and
	m)	O(CO)R <sup>4</sup> ;
	,	

or, any two independent R<sup>2</sup> on the same carbon or on adjacent carbons may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, thiazolinyl, oxazolinyl, imidazolidinyl, pyrrolinyl, morpholinyl, thiomorpholinyl, thiomorpholinyl S-oxide, thiomorpholinyl S-dioxide, azetidinyl, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl or piperazinyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

(a) -C<sub>1-6</sub>alkyl, which is unsubstituted or substituted with 1-3 substituents independently selected from: 
(i) halo, 
(ii) hydroxy, 
(iii) -O-C<sub>1-6</sub>alkyl,

-C3-6cycloalkyl,

15 (v) -COR<sup>10</sup>

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(vi)  $-CO_2R^{10}$ ,

(vii) -NR<sup>10</sup>R<sup>11</sup>,

(viii)  $-SO_2R^{10}$ ,

(ix) -CONR<sup>10</sup>R<sup>11</sup>, and (x) -(NR<sup>10</sup>)CO<sub>2</sub>R<sup>11</sup>,

(b) -SO<sub>2</sub> NR<sup>10</sup>R<sup>11</sup>,

(c) halo,

(d)  $-SO_2R^{10}$ ,

(iv)

(e) hydroxy,

(f) -O-C<sub>1</sub>-6alkyl, which is unsubstituted or substituted with 1-5 halo,

(g) -CN,

(h) -COR<sup>10</sup>,

(i)  $-NR^{10}R^{11}$ ,

(j)  $-CONR^{10}R^{11}$ ,

(k)  $-CO_2R^{10}$ ,

(1)  $-(NR^{10})CO_2R^{11}$ ,

(m)  $-O(CO)NR^{10}R^{11}$ ,

(n)  $-(NR^4)(CO)NR^{10}R^{11}$ , and

(o) oxo;

 $R^{10}$  and  $R^{11}$  are independently selected from: H,  $C_{1\text{-}6}$  alkyl,  $(F)_pC_{1\text{-}6}$  alkyl,  $C_{3\text{-}6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1\text{-}C_6$  alkoxy, where  $R^{10}$  and  $R^{11}$  may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl and morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ 

 $R^4$  is independently selected from: H,  $C_{1-6}$  alkyl,  $(F)_pC_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_{1}$ - $C_{6}$  alkoxy;

W is O,  $NR^4$  or  $C(R^4)_2$ ;

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G-J and Q-T are selected from the following pairings:

15 G-J is N and Q-T is  $C(R^5)_2 - C(R^5)_2$ .

G-J is N, and Q-T is  $C(R^5)=C(R^5)$ ,

G-J is N and Q-T is  $N=C(R^5)$ ,

G-J is N, and Q-T is  $C(R^5)=N$ .

G-J is N, and Q-T is N=N,

25 G-J is  $C=C(R^5)$ , and Q-T is  $N(R^6)$ ,

G-J is N, and Q-T is  $C(R^5)_2$  -(C=O)-,

G-J is N-C( $R^5$ )<sub>2</sub>, and Q-T is C( $R^5$ )<sub>2</sub>-C( $R^5$ )<sub>2</sub>,

G-J is  $C=C(R^5)$  and Q-T is  $C(R^5)=C(R^5)$ ,

G-J is  $C=C(R^5)$ , and Q-T is  $C(R^5)=N$ ,

G-J is C=C(R<sup>5</sup>), and Q-T is N=C(R<sup>5</sup>),

G-J is C=N, and Q-T is C(R<sup>5</sup>)=C(R<sup>5</sup>),

G-J is N-C(R<sup>5</sup>)<sub>2</sub>, and QT is C(R<sup>5</sup>)<sub>2</sub>-(C=O)-,

G-J is C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, and QT is N(R<sup>6</sup>)-(C=O)-,

G-J is C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, and QT is C(R<sup>5</sup>)<sub>2</sub>-C(R<sup>5</sup>)<sub>2</sub>,

G-J is C(R<sup>5</sup>)-C(R<sup>5</sup>)<sub>2</sub>, and QT is C(R<sup>5</sup>)<sub>2</sub>-N(R<sup>6</sup>),

G-J is C(R<sup>5</sup>)-N(R<sup>6</sup>), and QT is C(R<sup>5</sup>)<sub>2</sub>-C(R<sup>5</sup>)<sub>2</sub>,

G-J is N-C(R<sup>5</sup>)<sub>2</sub>, and QT is C(R<sup>5</sup>)<sub>2</sub>-N(R<sup>6</sup>),

G-J is N-C(R<sup>5</sup>)<sub>2</sub>, and QT is C(R<sup>5</sup>)<sub>2</sub>-N(R<sup>6</sup>),

G-J is N-C(R<sup>5</sup>)<sub>2</sub>, and QT is C(R<sup>5</sup>)<sub>2</sub>-C(R<sup>5</sup>)<sub>2</sub>, and

R<sup>5</sup> is independently selected from H and:

- 25 1) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
- 30 c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,  $(F)_pC_{1-3}$  alkyl, f) halogen, g)  $OR^{4}$ 5 h) i)  $O(CH_2)_sOR^4$  $CO_2R^4$ j)  $(CO)NR^{10}R^{11}$ , k)  $O(CO)NR^{10}R^{11}$ , 1)  $N(R^4)(CO)NR^{10}R^{11}$ , 10 m)  $N(R^{10})(CO)R^{11}$ , n)  $N(R^{10})(CO)OR^{11}$ , o) SO2NR<sup>10</sup>R<sup>11</sup>, p)  $N(R^{10}) SO_2R^{11}$ , q)  $S(O)_{m}R^{10}$ , 15 r) CN, s)  $NR^{10}R^{11}$ . t)  $N(R^{10})(CO)NR^4R^{11}$ , and, u)  $O(CO)R^4$ ; v) 20 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from: C<sub>1-6</sub> alkyl, a) C3-6 cycloalkyl, b) 25 aryl, unsubstituted or substituted with 1-5 substituents where c) the substituents are independently selected from R<sup>4</sup>, heteroaryl, unsubstituted or substituted with 1-5 substituents d) where the substituents are independently selected from R<sup>4</sup>, heterocycle, unsubstituted or substituted with 1-5 substituents e) where the substituents are independently selected from R<sup>4</sup>, 30  $(F)_pC_{1-3}$  alkyl, f) g) halogen,  $OR^{4}$ h)

 $O(CH_2)_sOR_s^4$ 

i)

		j) CO <sub>2</sub> R <sup>4</sup> ,		
		k) $(CO)NR^{10}R^{11}$ ,		
		1) $O(CO)NR^{10}R^{11}$ ,		
		m) $N(R^4)(CO)NR^{10}R^{11}$ ,		
5		n) $N(R^{10})(CO)R^{11}$ .		
		o) $N(R^{10})(CO)OR^{11}$ ,		
		p) $SO_2NR^{10}R^{11}$ ,		
		q) $N(R^{10}) SO_2R^{11}$ .		
		r) $S(O)_m R^{10}$ ,		
10		s) CN,		
		t) $NR^{10}R^{11}$ ,		
		u) $N(R^{10})(CO)NR^4R^{11}$ , and		
		v) $O(CO)R^4$ ;		
4.5	•			
15	3)	C <sub>1-6</sub> alkyl,		
	4)	C <sub>3-6</sub> cycloalkyl,		
	5)	aryl, unsubstituted or substituted with 1-5 substituents where		
		bstituents are independently selected from R <sup>4</sup> ,		
••	6)	heteroaryl, unsubstituted or substituted with 1-5 substituents		
20		where the substituents are independently selected from R <sup>4</sup> ,		
	7)	heterocycle, unsubstituted or substituted with 1-5 substituents		
		the substituents are independently selected from R <sup>4</sup> ,		
	8)	$(F)_pC_{1-3}$ alkyl,		
25	9)	halogen,		
25	10) 11)	$OR^4$ , $O(CH_2)_sOR^4$ .		
	12)	$CO_2R^4$		
	13)	$(CO)NR^{10}R^{11}$ ,		
	14)	$O(CO)NR^{10}R^{11}$ ,		
30	15)	$N(R^4)(CO)NR^{10}R^{11}$		
30	16)	$N(R^{10})(CO)NR^{11}$ ,		
	10)	11(IX )(OO)IX,		
	17)	N(R10)(CO)OR11		
	17) 18)	$N(R^{10})(CO)OR^{11}$ , $SO_2NR^{10}R^{11}$ ,		

- 20)  $S(O)_{m}R^{10}$ ,
- 21) CN,
- 22)  $NR^{10}R^{11}$ ,
- 23)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- 5 24)  $O(CO)R^4$ ,

or two  $\mathbb{R}^5$  attached to the same carbon form the substituent =0, such that  $\mathbb{C}(\mathbb{R}^5)_2$  may be  $\mathbb{C}=\mathbb{O}$ ,

where the number of R<sup>5</sup> substituents that are not H, can range from zero to three;

 $R^3$  is independently selected from H, substituted or unsubstituted  $C_1$ - $C_3$  alkyl, CN and  $CO_2R^4$ ;

p is 0 to 2q+1, for a substituent with q carbons

m is 0 to 2;

s is 1 to 3;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

## 8. The compound of Formula II:

wherein:

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B is independently  $(C(R^2)_2)_n$ ;

25 D is O;

R is selected from:

1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

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- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_s OR^4$
- j)  $CO_2R^4$
- k)  $(CO)NR^{10}R^{11}$ ,
- I)  $O(CO)NR^{10}R^{11}$ .
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- n)  $N(R^{10})(CO)R^{11}$ ,
- o)  $N(R^{10})(CO)OR^{11}$ .
- p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10}) SO_2R^{11}$ ,
- r)  $S(O)_m R^{10}$ ,
- s) CN,
- $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- V) O(CO)R<sup>4</sup>;

- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,

aryl, unsubstituted or substituted with 1-5 substituents where c) the substituents are independently selected from R<sup>4</sup>, heteroaryl, unsubstituted or substituted with 1-5 substituents d) where the substituents are independently selected from R<sup>4</sup>, 5 heterocycle, unsubstituted or substituted with 1-5 substituents e) where the substituents are independently selected from R4, f)  $(F)_pC_{1-3}$  alkyl, g) halogen,  $OR^{4}$ h) 10 i) O(CH2)sOR4 j)  $CO_2R^4$  $(CO)NR^{10}R^{11}$ , k) O(CO)NR<sup>10</sup>R<sup>11</sup>, 1)  $N(R^4)(CO)NR^{10}R^{11}$ m)  $N(R^{10})(CO)R^{11}$ 15 n)  $N(R^{10})(CO)OR^{11}$ , o) SO2NR10R11, p)  $N(R^{10}) SO_2R^{11}$ , q)  $S(O)_{m}R^{10}$ , r) 20 CN, s)  $NR^{10}R^{11}$ x) N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and y)  $O(CO)R^4$ ; v)  ${\ensuremath{\text{R}}}^2$  is independently selected from: 25 H,  $C_0$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_3$ -6 cycloalkyl and heterocycle, 1) unsubstituted or substituted with one or more substituents independently selected from: 30 a) C<sub>1-6</sub> alkyl, b) C<sub>3-6</sub> cycloalkyl,

the substituents are independently selected from R<sup>4</sup>.

aryl, unsubstituted or substituted with 1-5 substituents where

c)

heteroaryl, unsubstituted or substituted with 1-5 substituents d) where the substituents are independently selected from R<sup>4</sup>, heterocycle, unsubstituted or substituted with 1-5 substituents e) where the substituents are independently selected from R<sup>4</sup>, 5 f)  $(F)_pC_{1-3}$  alkyl, g) halogen,  $OR^{4}$ h)  $O(CH_2)_sOR^4$ i)  $CO_2R^4$ j) 10  $(CO)NR^{10}R^{11}$ , k) O(CO)NR<sup>10</sup>R<sup>11</sup>, 1)  $N(R^4)(CO)NR^{10}R^{11}$ , m)  $N(R^{10})(CO)R^{11}$ , n)  $N(R^{10})(CO)OR^{11}$ , o) SO2NR<sup>10</sup>R<sup>11</sup>, 15 p)  $N(R^{10}) SO_2R^{11}$ , q)  $S(O)_{m}R^{10}$ , r) CN, s)  $NR^{10}R^{11}$ t)  $N(R^{10})(CO)NR^4R^{11}$ , and, 20 u)  $O(CO)R^4$ ; v) 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from: 25 a) C<sub>1-6</sub> alkyl, b) C<sub>3-6</sub> cycloalkyl, aryl, unsubstituted or substituted with 1-5 substituents where c) the substituents are independently selected from R<sup>4</sup>, d) heteroaryl, unsubstituted or substituted with 1-5 substituents 30 where the substituents are independently selected from R<sup>4</sup>, heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>.

f)

g)

 $(F)_pC_{1-3}$  alkyl,

halogen,

	h)	$OR^4$ ,
	i)	$O(CH_2)_sOR_4$
	j)	$CO_2R^4$
	k)	$(CO)NR^{10}R^{11}$ ,
5	1)	$O(CO)NR^{10}R^{11}$ ,
	m)	$N(R^4)(CO)NR^{10}R^{11}$ ,
	n)	$N(R^{10})(CO)R^{11}$ ,
	o)	$N(R^{10})(CO)OR^{11}$ ,
	p)	$SO_2NR^{10}R^{11}$ ,
10	q)	$N(R^{10}) SO_2R^{11}$ ,
	r)	$S(O)_{m}R^{10}$ ,
	s)	CN,
	t)	$NR^{10}R^{11}$ ,
	u)	$N(R^{10})(CO)NR^4R^{11}$ , and
15	v)	$O(CO)R^4$ ;

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or, the independent  $R^2$  on adjacent carbons may be joined together to form a ring selected from cyclopentenyl, cyclohexenyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolyl, oxazolyl, oxazolyl, oxazolyl, imidazolyl, imidazolyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolyl, tetrahydropyridyl, furanyl, dihydrofuranyl and dihydropyranyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

- (a) -C1-6alkyl, which is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:
  - (i) halo,
  - (ii) hydroxy,
  - (iii) -O-C1-6alkyl,
  - (iv) -C3-6cycloalkyl,
  - (v) -COR10
  - (vi) -CO2R10,
  - (vii) -NR10R11,
  - (viii) -SO2R10,
  - (ix) -CONR10R11, and

(x) -(NR10)CO2R11,

- (b) -SO2 NR10R11
- (c) halo,
- (d) -SO2R10,
- (e) hydroxy,

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- (f) -O-C1-6alkyl, which is unsubstituted or substituted with 1-5 halo,
- (g) -CN,
- (h) -COR10,
- (i) -NR10R11,
- 10 (j) -CONR10R11,
  - (k) -CO2R10,
  - (l) -(NR10)CO2R11,
  - (m) -O(CO)NR10R11,
  - (n) -(NR4)(CO)NR10R11, and
- 15 (o) oxo;

 $R^{10}$  and  $R^{11}$  are independently selected from: H,  $C_{1\text{-}6}$  alkyl,  $(F)_pC_{1\text{-}6}$  alkyl,  $C_{3\text{-}6}$  cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1\text{-}C_6$  alkoxy, where  $R^{10}$  and  $R^{11}$  may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ;

 $R^4$  is independently selected from: H,  $C_{1-6}$  alkyl, (F)<sub>p</sub> $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_{1}$ - $C_{6}$  alkoxy;

W is O,  $NR^4$  or  $C(R^4)_2$ ;

X is C or S;

30 Y is O, (R<sup>4</sup>)<sub>2</sub>, NCN, NSO<sub>2</sub>CH<sub>3</sub> or NCONH<sub>2</sub>, or Y is O<sub>2</sub> when X is S;

 $R^5$  is independently selected from H and:

1) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$

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- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- 1)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- n)  $N(R^{10})(CO)R^{11}$ ,
- o)  $N(R^{10})(CO)OR^{11}$ .
- p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10}) SO_2R^{11}$ ,
- r)  $S(O)_m R^{10}$ ,
- 25 s) CN,
  - $NR^{10}R^{11}$
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
  - v)  $O(CO)R^4$ ;
- 30 aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,

- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- I)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10}) SO_2R^{11}$ ,
  - r)  $S(O)_m R^{10}$ ,
- 20 s) CN,

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- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and
- $V) O(CO)R^4;$
- 25 3) C<sub>1-6</sub> alkyl,
  - 4) C<sub>3-6</sub> cycloalkyl,
  - 5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - 6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - 7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - 8)  $(F)_pC_{1-3}$  alkyl,
  - 9) halogen,

- 10)  $OR^{4}$
- 11)  $O(CH_2)_SOR^4$
- 12)  $CO_2R^4$
- 13)  $(CO)NR^{10}R^{11}$ ,
- 14)  $O(CO)NR^{10}R^{11}$ ,

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- 15)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- 16)  $N(R^{10})(CO)R^{11}$ ,
- 17)  $N(R^{10})(CO)OR^{11}$ ,
- 18)  $SO_2NR^{10}R^{11}$ ,
- 10 19)  $N(R^{10}) SO_2R^{11}$ ,
  - 20)  $S(O)_m R^{10}$ ,
  - 21) CN,
  - $NR^{10}R^{11}$ ,
  - 23)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- 15 24) O(CO)R<sup>4</sup>,

or two  $\mathbb{R}^5$  attached to the same carbon form the substituent =0, such that  $\mathbb{C}(\mathbb{R}^5)_2$  may be  $\mathbb{C}=\mathbb{O}$ ,

where the number of R<sup>5</sup> substituents that are not H, can range from zero to three;

G-J is selected from: N, C, C=C( $\mathbb{R}^5$ ), N-C( $\mathbb{R}^5$ )<sub>2</sub>, C=N, C( $\mathbb{R}^5$ )-C( $\mathbb{R}^5$ )<sub>2</sub>, C( $\mathbb{R}^5$ )-N( $\mathbb{R}^6$ ), N( $\mathbb{R}^6$ )-N( $\mathbb{R}^6$ ):

Q-T is is selected from:  $C(R^5)_2$ - $C(R^5)_2$ ,  $C(R^5)$ = $C(R^5)$ ,  $C(R^5)$ = $C(R^5)$ ,  $C(R^5)$ = $C(R^5$ 

 ${
m R}^3$  is independently selected from H, substituted or unsubstituted C1-C3 alkyl, CN and CO2R<sup>4</sup>;

p is 0 to 2q+1, for a substituent with q carbons;

30 m is 0, 1 or 2;

n is 0 or 1;

s is 1, 2 or 3;

and pharmaceutically acceptable salts and individual diastereomers thereof.

9. A compound according to claim 8, wherein:

## R<sup>1</sup> is selected from:

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- 1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$
  - j)  $CO_2R^4$
  - k) CN,
  - 1)  $NR^{10}R^{11}$ , and
  - m)  $O(CO)R^4$ ; and
- 25 aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
  - c)  $(F)_pC_{1-3}$  alkyl,
  - d) halogen,
    - e)  $OR^4$ ,
    - f)  $CO_2R^4$
    - g)  $(CO)NR^{10}R^{11}$ ,
    - h)  $SO_2NR^{10}R^{11}$ ,
- 35 i)  $N(R^{10}) SO_2R^{11}$ .

j)  $S(O)_m R^4$ ,

		k) I)	CN, NR <sup>10</sup> R <sup>11</sup> , and,
5		m)	$O(CO)R^4$ ;
J	R <sup>2</sup> is selected	from:	
	1)	Н, С	<sub>0</sub> -C <sub>6</sub> alkyl, C <sub>2</sub> -C <sub>6</sub> alkynyl, C <sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or
		substi	ituted with one or more substituents independently selected from:
10		a)	C <sub>1-6</sub> alkyl,
		b)	C <sub>3-6</sub> cycloalkyl,
		c)	aryl, unsubstituted or substituted with 1-5 sustituents where the
			ituents are independently selected from R <sup>4</sup> ,
1 5"		d)	heteroaryl, unsubstituted or substituted with 1-5 substituents
15		wnere e)	the substituents are independently selected from R <sup>4</sup> , heterocycle, unsubstituted or substituted with 1-5 substituents
		-	e the substituents are independently selected from R <sup>4</sup> ,
		f)	$(F)_pC_{1-3}$ alkyl,
		g)	halogen,
20		h)	OR <sup>4</sup> ,
		i)	$O(CH_2)_SOR^4$
		j)	$CO_2R^4$ ,
		k)	$S(O)_{m}R^{4}$ ,
		1)	CN,
25		m)	NR <sup>10</sup> R <sup>11</sup> , and
		n)	O(CO)R <sup>4</sup> ; and
	2)	aryl o	r heteroaryl, unsubstituted or substituted with one more substituents independently
		select	red from:
30		a)	C <sub>1-6</sub> alkyl,
		b)	C <sub>3-6</sub> cycloalkyl,
		c)	(F) <sub>p</sub> C <sub>1-3</sub> alkyl,
		d)	halogen,
		e)	$OR^4$ ,
35		f)	$CO_2R^4$ ,

- g)  $(CO)NR^{10}R^{11}$ ,
- h)  $SO_2NR^{10}R^{11}$ ,
- i)  $N(R^{10}) SO_2R^{11}$ ,
- $S(O)_m R^4$
- k) CN,
- 1)  $NR^{10}R^{11}$ , and
- m) O(CO) $R^4$ ;

R<sup>10</sup> and R<sup>11</sup> are independently selected from: H, C<sub>1-6</sub> alkyl, (F)<sub>p</sub>C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C<sub>1</sub>-C<sub>6</sub> alkoxy, where R<sup>10</sup> and R<sup>11</sup> may be joined together to form a ring selected from: azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl and morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>

R<sup>4</sup> is independently selected from: H, C<sub>1-6</sub> alkyl, (F)<sub>p</sub>C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C<sub>1</sub>-C<sub>6</sub> alkoxy;

W is O,  $NR^4$  or  $C(R^4)_2$ ;

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20 G-J and Q-T are selected from the following pairings:

G-J is N and Q-T is  $C(R^5)_2 - C(R^5)_2$ ,

G-J is N, and Q-T is  $C(R^5)=C(R^5)$ ,

G-J is N and Q-T is  $N=C(R^5)$ ,

G-J is N, and Q-T is  $C(R^5)=N$ ,

30 G-J is N, and Q-T is N=N,

G-J is  $C=C(R^5)$ , and Q-T is  $N(R^6)$ ,

G-J is N, and Q-T is  $C(R^5)_2$  -(C=O)-,

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G-J is N-C(R^5)2, and Q-T is C(R^5)2-C(R^5)2,
                  G-J is C=C(R^5) and Q-T is C(R^5)=C(R^5),
 5
                  G-J is C=C(R^5), and Q-T is C(R^5)=N,
                  G-J is C=C(R^5), and Q-T is N=C(R^5),
                  G-J is C=N and Q-T is C(R^5)=C(R^5),
10
                  G-J is N-C(R^5)<sub>2</sub>, and QT is C(R^5)<sub>2</sub>-(C=O)-,
                  G-J is C(R^5)-C(R^5)_2, and QT is N(R^6)-(C=O)-,
15
                  G-J is C(R^5)-C(R^5)_2, and QT is C(R^5)_2-C(R^5)_2,
                  G-J is C(R^5)-C(R^5)_2, and QT is C(R^5)_2-N(R^6),
20
                  G-J is C(R^5)-N(R^6), and QT is C(R^5)_2-C(R^5)_2,
                  G-J is C(R^5)-C(R^5)_2, and QT is N=C(R^5),
                  G-J is N-C(\mathbb{R}^5)<sub>2</sub>, and QT is C(\mathbb{R}^5)<sub>2</sub>-N(\mathbb{R}^6),
25
                  G-J is N-N(\mathbb{R}^6), and QT is \mathbb{C}(\mathbb{R}^5)_2-\mathbb{C}(\mathbb{R}^5)_2, and
                  G-J is N-C(R^5)<sub>2</sub>, and QT is N=C(R^5);
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- $R^5$  is independently selected from H and:
  - C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1-6</sub> alkyl,
- b) C<sub>3-6</sub> cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
- f)  $(F)_pC_{1-3}$  alkyl,
- 10 g) halogen,

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- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- 15 1)  $O(CO)NR^{10}R^{11}$ .
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ .
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10}) SO_2R^{11}$ .
  - r)  $S(O)_m R^{10}$ ,
  - s) CN,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and.
- v) O(CO)R<sup>4</sup>;
  - 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
    - a) C<sub>1-6</sub> alkyl,
  - b) C<sub>3-6</sub> cycloalkyl,
    - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
    - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,

- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- I)  $O(CO)NR^{10}R^{11}$ ,
- 10 m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ .
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10}) SO_2R^{11}$ ,
  - r)  $S(O)_m R^{10}$ ,
    - s) CN,
    - t)  $NR^{10}R^{11}$ ,
    - u)  $N(R^{10})(CO)NR^4R^{11}$ , and
    - $V) O(CO)R^4;$

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- $C_{1-6}$  alkyl,
- 4) C<sub>3-6</sub> cycloalkyl,
- 5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\mathbb{R}^4$ ,
- 6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - 7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
  - 8)  $(F)_pC_{1-3}$  alkyl,
- 30 9) halogen,
  - 10)  $OR^{4}$ ,
  - 11)  $O(CH_2)_sOR^4$
  - 12)  $CO_2R^4$
  - 13)  $(CO)NR^{10}R^{11}$ ,

- 14)  $O(CO)NR^{10}R^{11}$ ,
- 15)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- 16)  $N(R^{10})(CO)R^{11}$ ,
- 17)  $N(R^{10})(CO)OR^{11}$ ,
- 18)  $SO_2NR^{10}R^{11}$ ,
- 19)  $N(R^{10}) SO_2R^{11}$ ,
- 20)  $S(O)_m R^{10}$ ,
- 21) CN,
- 22)  $NR^{10}R^{11}$ ,
- 10 23)  $N(R^{10})(CO)NR^4R^{11}$ , and,
  - 24)  $O(CO)R^4$ ,

or two R<sup>5</sup> attached to the same carbon form the substituent =0, such that C(R<sup>5</sup>)<sub>2</sub> may be C=0,

where the number of R<sup>5</sup> substituents that are not H, can range from zero to three;

 $R^3$  is independently selected from H, substituted or unsubstituted  $C_1$ - $C_3$  alkyl, CN and  $CO_2R^4$ ;

p is 0 to 2q+1, for a substituent with q carbons

m is 0 to 2;

20 s is 1 to 3;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

## 10. A compound selected from:

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and pharmaceutically acceptable salts and individual diastereomers thereof.

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11. A pharmaceutical composition which comprises an inert carrier and the compound of Claim 1.

12. A method for antagonism of CGRP receptor activity in a mammal which comprises the administration of an effective amount of the compound of Claim 1.

13. A method for treating, controlling, ameliorating or reducing the risk of headache, migraine or cluster headache in a mammalian patient in need of such which comprises administering to the patient a therapeutically effective amount of the compound of Claim 1.